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23 August 2002

The Manager  
Stop 3-9  
Office of International Corporate Finance  
Securities and Exchange Commission  
450 Fifth Street N W  
WASHINGTON D C 20549

**SEC EXEMPTION NO 82-2692**

Dear Sir/Madam

**SOUTHCORP LIMITED - FILE 82-2692**  
**APPENDIX 3Y - NOTIFICATION OF CHANGE IN DIRECTOR'S**  
**SHAREHOLDINGS**

**SUPPL**

We enclose herewith for filing a copy of notice that was lodged with the Australian Stock Exchange today.

The notice is to be filed with respect to the Company's obligation pursuant to Rule 12g3-2(b). Please acknowledge receipt of this letter by stamping and returning the enclosed copy in the self addressed envelope provided for your convenience.

Yours faithfully  
SOUTHCORP LIMITED

**PROCESSED**

**SEP 11 2002**  
**THOMSON**  
**FINANCIAL**

M M HUDSON  
COMPANY SECRETARY

Encl

*dlw 9/9*

cc: Mark R. Saunders, Global Markets Capital Corp.

**SOUTHCORP**

Southcorp Limited ABN 80 007 722 643

403 Pacific Highway, Artarmon NSW 2064, P.O. Box 366, Artarmon NSW 1570 Australia

23 August 2002

Manager Announcements  
Company Announcements Office  
Australian Stock Exchange Limited  
Level 10  
20 Bond Street  
Sydney NSW 2000

Dear Sir/Madam

**NOTICE OF DIRECTOR'S INTERESTS**

Pursuant to Listing Rule 3.19A.2 and Sections 205G(1)(a) and 205G(4) of the Corporations Act, enclosed please find an Appendix 3Y - Notice of Change in a Director's Interests for Ms H A Lynch.

Yours faithfully  
**SOUTHCORP LIMITED**



M M HUDSON  
**COMPANY SECRETARY**

Encl.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                   |
|-----------------------|-------------------|
| <b>Name of entity</b> | Southcorp Limited |
| <b>ABN</b>            | 80 007 722 643    |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Helen Ann Lynch |
| <b>Date of last notice</b> | 8 January 2002  |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

|                                                                                                                                                      |                                                                                                                                                                                                                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                   | Change in direct interest only.                                                                                                                                                                                                       |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Direct Interest: Helen Ann Lynch. – 8,207 ordinary shares;<br>Indirect Interest: National Australia Trustees Ltd (Helen Lynch NPS a/c) – 5,000 ordinary shares. Interest arises as a beneficiary of the above superannuation account. |
| <b>Date of change</b>                                                                                                                                | 21 August 2002                                                                                                                                                                                                                        |
| <b>No. of securities held prior to change</b>                                                                                                        | 13,207                                                                                                                                                                                                                                |
| <b>Class</b>                                                                                                                                         | Ordinary                                                                                                                                                                                                                              |
| <b>Number acquired</b>                                                                                                                               | 6,000 ordinary shares in the name of Helen Ann Lynch                                                                                                                                                                                  |
| <b>Number disposed</b>                                                                                                                               | 0                                                                                                                                                                                                                                     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                            | \$33,450                                                                                                                                                                                                                              |

## Appendix 3Y

### Change of Director's Interest Notice

|                                                                                                                                                                             |                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held after change</b>                                                                                                                                  | 19,207 – Direct Interest: 14,207 ordinary shares;<br>Indirect interest: National Australia Trustees Ltd (Helen Lynch NPS a/c) – 5,000 ordinary shares. |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On market trade                                                                                                                                        |

#### Part 2 – Change of director's interests in contracts

|                                                                                                                                                                              |     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                    | N/A |
| <b>Nature of interest</b>                                                                                                                                                    | N/A |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      | N/A |
| <b>Date of change</b>                                                                                                                                                        | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>                                                                                                                                                     | N/A |
| <b>Interest disposed</b>                                                                                                                                                     | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 | N/A |
| <b>Interest after change</b>                                                                                                                                                 | N/A |

+ See chapter 19 for defined terms.